

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 1999-289-C - ORDER NO. 1999-604
AUGUST 27, 1999

IN RE: Joint Application of Big Planet, Inc. and Nu Skin Enterprises, Inc. for Approval of a Merger and for Transfer of Certificate of Public Convenience and Necessity.) ORDER APPROVING APPLICATION)

This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of Big Planet, Inc. (Big Planet), Big Planet Holdings, Inc. (Big Planet Holdings), and Nu Skin Enterprises, Inc. (Nu Skin) (collectively, the companies) for approval to: (1) transfer Big Planet's Certificate of Public Convenience and Necessity to provide intrastate resold interexchange telecommunications services to Big Planet Holdings, a new formed subsidiary of Nu Skin; and (2) merge Big Planet into Big Planet Holdings.

The Commission's Executive Director instructed the companies to publish one time in newspapers of general circulation in Big Planet's service areas a Notice of Filing, which outlined how the public could participate in the proceeding. The companies furnished proof of publication in the appropriate newspapers. No Protests or Petitions to Intervene were received. The companies then requested expedited review of the matter, and furnished verified testimony describing the points in the Application. We grant expedited review of the Application.

The verified testimony of Truman Hunt, Vice President of Legal Affairs and Investor Relations for Nu Skin Enterprises, Inc. was presented for our review. Upon consummation of the proposed activities, Big Planet will continue operating under its current name and will continue to provide the same services at the same prices. The transfer will be transparent to South Carolina consumers. Big Planet will continue to be led by a team of managers who are, in part, present personnel. According to Hunt, the transfer will allow Big Planet to benefit from Nu Skin's considerable financial, managerial, and technical resources and experience. Hunt believes that the transfer will enhance Big Planet's operating efficiency, flexibility, and financial resources. Hunt believes that the proposed acquisition will benefit the public interest by enhancing the ability of Big Planet to offer competitively priced services in the South Carolina interexchange telecommunications marketplace.

Based on the verified testimony of Hunt, the Application, and all the materials of record, we approve the Application as filed. We believe that the transfer will be transparent to South Carolina consumers, and that the transaction is in the public interest, and, further, that it will enhance Big Planet's efficiency, flexibility, and its financial resources.

AUGUST 27, 1999

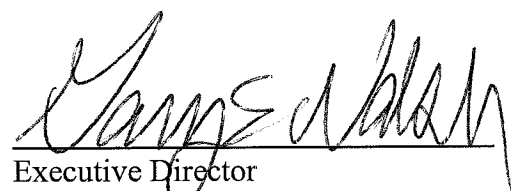
PAGE 3

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Executive Director

(SEAL)